

**(TRANSLATION FOR INFORMATION PURPOSES ONLY)**

**INMOBILIARIA CONFINAMINA, S.A. DE C.V.  
MINUTE OF THE GENERAL ORDINARY SHAREHOLDERS' MEETING  
NOVEMBER 14, 2000**

In the City of San Pedro Garza García, N.L., corporate domicile of INMOBILIARIA CONFINAMINA, S.A. DE C.V. being the 14:00 hours of November 14, 2000 the representatives of the shareholders, whose names and signatures appear in the Attendance List prepared and certified by the appointed Tellers whose original is attached to the file of the duplicate of this minute, gathered in Lázaro Cárdenas 2400 Edificio Losoles Office PB-5 in order to hold a General Ordinary Shareholders' Meeting to which the aforesaid were duly called. There were also present Messrs. JEAN-ALLAIN JULLIEN, President of the Board of Directors, MR. ALBERTO VAZQUEZ, Examiner of the Corporation, and as guests Messrs. ING. HECTOR VARGAS GARZA and LIC. GUILLERMO VARGAS AGUIRRE.

The Meeting was presided by MR. JEAN-ALLAIN JULLIEN, as Chairman of the Board of Directors, and MR. LUIS SANTOS THERIOT, as Secretary of the Board, acted with that same position in this Meeting according to the By-laws.

Due to the proposal of the President, by unanimous vote the Meeting appointed MR. HECTOR VARGAS AGUIRRE and LIC. GUILLERMO VARGAS AGUIRRE as Tellers who accepted those positions and proceeded to verify the corresponding Attendance List, the Registry of Shares, and the Proxies that were shown, certifying that the 3,270,500 Shares in which the total corporate stock of the Corporation is divided were legally represented and consequently the quorum referred by the By-laws in order to legitimately declare installed a Meeting, distributed as follows:

SHAREHOLDERS	SHARES	
	SERIES A FIXED	SERIES B VARIABLE
SARP INDUSTRIES MEXICO, S.A. DE C.V.	495	
COMPAGNIE GENERALE D'ENTREPRISES AUTOMOBILES, S.A.	5	
SARP INDUSTRIES MEXICO, S.A. DE C.V		3,270,000
TOTALS	500	3,270,000
TOTAL CAPITAL STOCK		3,270,500

As a consequence of the certification of the tellers regarding the representation of 100% of the shares that form the total subscribed and paid capital stock of the Corporation, the President declared the meeting legally installed and able to treat and resolve the issues that originated it, even though there was no publication of a previous Call, according to the By-laws.

Afterwards, the Secretary read the following:-

**AGENDA:**

**I.- RATIFICATION OF THE APPOINTMENT OF THE BOARD OF DIRECTORS AND EXAMINER AND DETERMINATION OF THEIR FEE.**

**II.- REVOCATION OF THE POWERS GRANTED BY THE CORPORATION.**

**III.- APPOINTMENT OF SEVERAL OFFICERS OF THE CORPORATION AND GRANTING OF POWERS IN FAVOR OF SEVERAL PERSONS.**

**IV.- APPOINTMENT OF SPECIAL DELEGATE OR DELEGATES TO FORMALIZE THE RESOLUTIONS ADOPTED, IF APPLICABLE.**

I.- Regarding the FIRST POINT of the Agenda the Secretary informed to the Shareholders that a proposal regarding the ratification of the Board of Directors and the Examiner as well as the determination of their fees was submitted to this Meeting .

Following, the Secretary read the proposal that a Shareholder submitted for the consideration of the Meeting regarding the Board of Directors and the Examiners that shall hold those positions beginning on this date.

After discussing the aforesaid proposal, as well as the determination of the corresponding fees, the Meeting by unanimous vote adopted the following RESOLUTIONS:

FIRST: The following Board of Directors and Examiners whose positions will be effective beginning on this date are appointed:

**BOARD OF DIRECTORS**

DIRECTOR		ALTERANTES
JEAN ALAIN JULLIEN	PRESIDENT	VACANT
PASCAL GAUTHIER	MEMBER	VACANT
JEAN JACQUES GRIMAU	MEMBER	VACANT
PIERRE RELLET	MEMBER	VACANT

LIC. LUIS SANTOS THERJOT      SECRETARY (BUT NOT DIRECTOR)

MR. ALBERTO VAZQUEZ      EXAMINER

SECOND: The Board of Directors appointed according to the previous RESOLUTION shall have the power, authority, and obligations contained in the by-laws. Similarly the appointed Examiners of the Corporation shall have the obligations and attributions contained in the by-laws and this Assembly takes note of the Directors' and Examiners' decision to waive their right to receive any fee for the performance of their position is accepted, same that is thanked to them by this Meeting.

THIRD: The amount of \$1,000.00 is hereby established as the amount of the guarantee that must be granted by the Directors and Examiners in order to secure their performance in the terms of the Corporate By-laws.

It is hereby certified that the Directors and Examiners have granted the guarantee set forth in this RESOLUTION.

II. Regarding the SECOND POINT of the Agenda, the Meeting by the unanimous vote of the present adopted the following RESOLUTION:

FOURTH: All the appointments and powers granted by the Corporation up to this date are revoked

III. Regarding the THIRD POINT of the Agenda, the Meeting by unanimous vote adopted the following RESOLUTIONS:

FIFTH: The following powers and authority are granted and conferred to the persons mentioned below:

—Mr. Jean-Alain Jullien, as President of the Board of Directors of this Corporation, is granted with the following powers of attorney:

a) **General Power of Attorney for acts of Administration.** In the terms of the second paragraph of Article 2448 of the Civil Code in force in the State of Nuevo Leon, its correlative second paragraph of Article 2,554 of the Civil Code for the Federal District, and the corresponding provisions of the other civil codes in effect in the whole territory of the Mexican Republic.

b) **General Power of Attorney for Acts of Labor Administration,** pursuant to that foreseen in articles 11 (eleven), 786 (seven hundred and eighty six) and 787 (seven hundred and eighty seven) of the Federal Labor Law, including expressly, but without being limited to, authorities to perform administration acts on labor matters such as the hiring and distribution of employees, the establishment of the duties that correspond to each position or labor areas and their compensation and, if applicable, the firing or promotion for all kind of workers and being able, as a consequence, to negotiate, execute, terminate and rescind all kind of labor contracts or agreements, to propose conciliatory settlements, to answer interrogatories in order to carry out depositions in all their parts and to represent the Corporation before all kinds of federal, state or municipal authorities, bureaus, entities and organisms, either judicial, administrative or of Labor nature, notwithstanding their kind and name that they might have and before any type of entity and individual, for any procedure and/or labor administrative proceeding and, in general, to bind the Corporation on labor matters in everything that concerns its administration.

c) **General Power of Attorney for Negotiable Instruments.** In the terms of Articles 9 and 85 of the General Law of Negotiable Instruments and Credit Operations, including, among others, the power to subscribe, issue, endorse, accept, be surety, guarantee and present for acceptance and payment, and, in general, to negotiate with all types of negotiable instruments as well as to open and close bank accounts on behalf of the Corporation, write or draw checks against such accounts or withdraw funds from them.

d) **General Power of Attorney for Lawsuits and Collections,** which is conferred with all the general and special powers which must be expressly granted, as provided in Articles 2,448 (two thousand four hundred and forty eight), first paragraph and 2,481 (two thousand four hundred and eighty one) of the Civil Code for the State of Nuevo Leon, and their corresponding Articles 2,554 (two thousand five hundred and fifty four), first paragraph, and 2,587 (two thousand five hundred and eighty seven) of the Civil Code for the Federal District and the correlative articles of the other civil codes of the federal states of the United Mexican States; being authorized, consequently and among other powers, to represent the Corporation before all kinds of authorities, bureaus, legal entities and organisms of federal, state or municipal level, notwithstanding their kind and name that they might be, and before any kind of individual or legal entity; to file all kinds of suits, answer

them and voluntarily dismiss them whenever it be considered convenient and pursue them in all their instances; to file appeals or remedies; to offer and carry out evidence; to interrogate witnesses and disqualify them; to waive terms or times; to waive any jurisdiction or competence whenever permitted by Law; to compromise and submit to arbitral proceedings; to make and answer interrogatories; to challenge or object judges; to receive payments; to make assignment of assets; to file denouncements, accusations or complaints of criminal nature and to dismiss them; to assist the Government Attorney as a co-party in criminal proceedings and to grant pardons; to file habeas corpus ("amparo") suits and dismiss them whenever convenes the Principal's interests; to represent the Corporation pursuant to and for the effects of the articles (11) eleven, (46) forty six, (47) forty seven, (134) one hundred and thirty four section (III) three, (523) five hundred and twenty three, (692) six hundred and ninety two, sections (I, II, and III) First, Second and Third, (786) seven hundred and eighty six, (787) seven hundred and eighty seven, (873) eight hundred and seventy three, (874) eight hundred and seventy four, (876) eight hundred and seventy six, (878) eight hundred and seventy eight, (880) eight hundred and eighty and other corresponding of the Federal Labor Law, to appear before the Local Board of Settlement and Arbitration with the employer's representation and the legal representation of the corporation for all the effect to establish the legal status and capacity in trial or out of it, with powers to make and answer interrogatories and carry out the interrogatories in all its parts; to appear with the entire and sufficient legal representation to the hearing of settlement, suit and remedies and offering of evidence, as to appear to the hearing for the carrying out of evidence; likewise, with powers to propose settlements, to make transactions, to negotiate and sign labor agreements and, in general, to initiate proceedings and actions of civil, commercial, criminal, labor, administrative or any other nature, being understood that the powers contained in this section are merely descriptive and not limited under any circumstance.

e) The powers of attorney granted on sections a), b), c), and d) above will have as limitations: a) the sale or encumbrance of the assets of the Corporation, b) adopting decisions regarding the sale or encumbrance of shares or quotas that the Corporation has with other companies, and c) the assumption of debts on behalf of the Corporation in any form. The authority to perform the aforesaid activities will be expressly reserved to the Board of Directors or the Shareholders' Meeting.

f) The attorney is granted with the authority to grant general or special powers of attorney, granting powers or authorities from among the above stated on a), b), c), and d) sections, with or without substitution, and to revoke those powers so granted; the aforesaid, limited to the content of subsection e) of this resolution.

--Messrs Jean-Alain Jullien and/or Pascal Gauthier and/or Jean-Jacques Grimaux and/or Pierre Rellet are granted with a special power of attorney so that they can perform the required actions in order to open bank accounts on behalf of Inmobiliaria Confinamina, S.A. de C.V. in any Mexican or foreign credit institution, authorize other persons so that with their signature they can dispose of the amounts deposited in the accounts, make deposits of any type, make withdrawals, to issue checks, give instructions so that wire transfers are made, and, in general, to give instructions regarding the disposal of the amounts deposited in the account or accounts of the Corporation in México and/or abroad.

-- Messrs. Pascal Gauthier, Jean-Jacques Grimaux, and Pierre Rellet are granted with the following powers of attorney that they will be able to exercise jointly or separately:

**a) General Power of Attorney for Lawsuits and Collections**, which is conferred with all the general and special powers which must be expressly granted, as provided in Articles 2,448 (two thousand four hundred and forty eight), first paragraph and 2,481 (two thousand four hundred and eighty one) of the Civil Code for the State of Nuevo Leon, and their corresponding Articles 2,554 (two thousand five hundred and fifty four), first paragraph, and 2,587 (two thousand five hundred and eighty seven) of the Civil Code for the Federal District and the correlative articles of the other civil codes of the federal states of the United Mexican States; being authorized, consequently and among other powers, to represent the Corporation before all kinds of authorities, bureaus, legal entities and organisms of federal, state or municipal level, notwithstanding their kind

and name that they might be, and before any kind of individual or legal entity; to file all kinds of suits, answer them and voluntarily dismiss them whenever it be considered convenient and pursue them in all their instances; to file appeals or remedies; to offer and carry out evidence; to interrogate witnesses and disqualify them; to waive terms or times; to waive any jurisdiction or competence whenever permitted by Law; to compromise and submit to arbitral proceedings; to make and answer interrogatories; to challenge or object judges; to receive payments; to make assignment of assets; to file denouncements, accusations or complaints of criminal nature and to dismiss them; to assist the Government Attorney as a co-party in criminal proceedings and to grant pardons; to file habeas corpus ("amparo") suits and dismiss them whenever convenes the Principal's interests; to represent the Corporation pursuant to and for the effects of the articles (11) eleven, (46) forty six, (47) forty seven, (134) one hundred and thirty four section (III) three, (523) five hundred and twenty three, (692) six hundred and ninety two, sections (I, II, and III) First, Second and Third, (786) seven hundred and eighty six, (787) seven hundred and eighty seven, (873) eight hundred and seventy three, (874) eight hundred and seventy four, (876) eight hundred and seventy six, (878) eight hundred and seventy eight, (880) eight hundred and eighty and other corresponding of the Federal Labor Law, to appear before the Local Board of Settlement and Arbitration with the employer's representation and the legal representation of the corporation for all the effect to establish the legal status and capacity in trial or out of it, with powers to make and answer interrogatories and carry out the interrogatories in all its parts; to appear with the entire and sufficient legal representation to the hearing of settlement, suit and remedies and offering of evidence, as to appear to the hearing for the carrying out of evidence; likewise, with powers to propose settlements, to make transactions, to negotiate and sign labor agreements and, in general, to initiate proceedings and actions of civil, commercial, criminal, labor, administrative or any other nature, being understood that the powers contained in this section are merely descriptive and not limited under any circumstance.

b) General Power of Attorney for Acts of Labor Administration, pursuant to that foreseen in articles 11 (eleven), 786 (seven hundred and eighty six) and 787 (seven hundred and eighty seven) of the Federal Labor Law, including expressly, but without being limited to, authorities to perform administration acts on labor matters such as the hiring and distribution of employees, the establishment of the duties that correspond to each position or labor areas and their compensation and, if applicable, the firing or promotion for all kind of workers and being able, as a consequence, to negotiate, execute, terminate and rescind all kind of labor contracts or agreements, to propose conciliatory settlements, to answer interrogatories in order to carry out depositions in all their parts and to represent the Corporation before all kinds of federal, state or municipal authorities, bureaus, entities and organisms, either judicial, administrative or of Labor nature, notwithstanding their kind and name that they might have and before any type of entity and individual, for any procedure and/or labor administrative proceeding and, in general, to bind the Corporation on labor matters in everything that concerns its administration.

c) The powers of attorney mentioned on subsections a) and b) above are granted to the referred attorneys with authority so that they can delegate them.

SIXTH: It is hereby agreed to grant Messrs. Andrés González Sandoval, Héctor Vargas Aguirre, and Rubén Alejandro Rodríguez Padilla a General Power of Attorney without authority to delegate according to the following terms:

General Power of Attorney for Lawsuits and Collections with all the general authority and special that requires a special clause according to the law, in the terms of articles 2448m first paragraph and 2481 of the Civil Code of the State of Nuevo León, as well as the articles 2554, 2587 of the Federal Civil Code and the corresponding ones from the civil codes of the other states of the country. Consequently, it is granted without any limitation, with authority to represent the corporation before individuals and before all type of authorities of any jurisdiction, whether federal, state, or municipalities, administrative, judicial, legislative or militaries, including labor boards and in general all type of courts and labor authorities. This power of attorney includes



the authority to desist, to transact, to submit to arbitral proceedings, to make and answer interrogatories, to challenge or object judges; to receive payments, to dismiss the amparo, to file denouncements, accusations or complaints of criminal nature and to dismiss them; to assist the Government Attorney as a co-party in criminal proceedings and to grant pardons as well as to submit preparatory remedies, acts of voluntary jurisdiction and in general any type of action or proceeding, in trial or outside court.

This power will be limited so that the appointed attorneys can only make assignment of property if they have a previous approval in writing from the Board of Directors of the Corporation.

SEVENTH: Dr. JUAN ANTONIO CUELLAR LOPEZ is granted with a Special Power for acts of management and disposal of property, sufficient and complied under law as may be necessary, so that he is able to transfer through a change in favor of Residuos Industriales Multiquim, S.A. de C.V. a surface of up to 700 hectares that form part of the 1,625 hectares that form the surface area identified as "Parcela No. 39" located in the municipality of Mina, N.L. that Inmobiliaria Confinamina, S.A. de C.V. acquired in property through the public deed number 8906 dated as of October 17, 200 granted before the Notary Public Mr. Héctor Villegas Olivares with exercise in the City of Monterrey, N.L. and filed before the Public Registry of Property under number 417, volume 39, book 5, Section of Property, Section Mina, N.L. on October 31, 2000 in exchange of receiving from Residuos Industriales Multiquim, S.A. de C.V. an equivalent surface that forms part of the property that borders it in which such company holds an authorization to operate as confinement of dangerous wastes that due to the difficult conditions of such property, it does not currently use for such purpose. The attorney is also authorized in order to perform any action and obtain from the competent authorities the permits or authorization that could be necessary for the effects herein mentioned. The attorney shall inform about the use of this power to the Board of Directors.

IV. Regarding the FOURTH and last POINT of the Agenda, the Meeting by unanimous vote, adopted the following RESOLUTION:

SEVENTH: Messrs. LIC. LUIS SANTOS THERIOT and LIC. JOSE GUADALUPE GONZALEZ MERAZ are appointed as SPECIAL DELEGATES of this Meeting so that in a joint or separate form they appear before the Notary public of their choice in order to protocolize the required parts of this Minute, revoke the appointments and powers referred above, institute the appointed officers and attorneys, grant them the authority and powers agreed by this Meeting, and in general to perform the required procedures in order to file the corresponding Public Deed of the aforesaid protocolization in the Public Registry of Property and Commerce, in case that would be necessary or convenient, formalizing the adopted Resolutions.

Without any other issue to deal with, this Meeting finished after being suspended by the proper time so that the Secretary could draft this Minute; following the Secretary read it and it was approved by unanimous vote, and was signed by the President, the Secretary of the Meeting, all the representatives of the shareholders and the Examiner according to the By-laws and Article 194 of the General Law of Commercial Corporations.

It is herein set forth that all the representatives of the shareholders were present since the beginning of this Meeting until it finished, as well as in the moment of taking each and every one of the adopted RESOLUTIONS.

A copy of this Minute in simple paper, the shown proxies, the Attendance List signed by the Attendants and duly certified by the appointed examiners and the other documents shown in the

Meeting are added as attachments of this Minute. The aforesaid forms the file of this Meeting that is kept in the files of the Secretary.

The Meeting was adjourned at the 15:00 hours of the day, month, and year mentioned at the beginning.

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MR. JEAN-ALAIN JULLIEN  
PRESIDENT

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LIC. LUIS SANTOS THERIOT  
SECRETARY

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SARP INDUSTRIES MEXICO, S.A. DE  
C.V. represented by MR. LUIS SANTOS  
THERIOT

\_\_\_\_\_  
COMPAGNIE GENERALE  
D'ENTREPRISES AUTOMOBILES, S.A.  
represented by MR. KEN LEVINE

\_\_\_\_\_  
C.P. ALBERTO VAZQUEZ  
EXAMINER

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The Meeting was adjourned at the 15:00 hours of the day, month, and year mentioned at the beginning.

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MR. JEAN-ALAIN JULLIEN  
PRESIDENT

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LIC. LUIS SANTOS THERIOT  
SECRETARY

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SARP INDUSTRIES MEXICO, S.A. DE  
C.V. represented by MR. LUIS SANTOS  
THERIOT

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COMPAGNIE GENERALE  
D'ENTREPRISES AUTOMOBILES, S.A.  
represented by MR. KEN LEVINE

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C.P. ALBERTO VAZQUEZ  
EXAMINER



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MR. JEAN-ALAIN JULLIEN  
PRESIDENT

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LIC. LUIS SANTOS THERIOT  
SECRETARY

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SARP INDUSTRIES MEXICO, S.A. DE  
C.V. represented by MR. LUIS SANTOS  
THERIOT

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COMPAGNIE GENERALE  
D'ENTREPRISES AUTOMOBILES, S.A.  
represented by MR. KEN LEVINE

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C.P. ALBERTO VAZQUEZ  
EXAMINER

**ATTENDANCE LIST**

TO THE GENERAL ORDINARY SHAREHOLDERS' MEETING OF INMOBILIARIA CONFINAMINA S.A. DE C.V. THAT TOOK PLACE AT THE 14:00 HOURS OF NOVEMBER 14, 2000 IN LAZARO CARDENAS 2400 OFFICE PB-5, SAN PEDRO GARZA GARCIA, N.L. CORPORATE DOMICILE.

SHAREHOLDERS	SHARES		SIGNATURES
	SERIES A FIXED	SERIES B VARIABLE	
SARP INDUSTRIES MEXICO, S.A. DE C.V. represented by MR. LUIS SANTOS THERIOT	495		_____
COMPAGNIE GENERALE D'ENTREPRISES AUTOMOBILES represented by MR. KEN LEVINE	5		_____
SARP INDUSTRIES MEXICO, S.A DE C.V. represented by MR. LUIS SANTOS THERIOT		3,270,000	_____ ██████████
TOTALS	500	3,270,000	
TOTAL CAPITAL STOCK		3,270,500	

The undersigned appointed as Tellers in order to verify the Attendance Quorum of this Meeting, CERTIFY that, after revising the Book of Registry of Shares, the submitted proxies, and this Attendance List the totality of the 3,270,500 shares of the Total Capital Stock of INMOBILIARIA CONFINAMINA, S.A. DE C.V. that represent 100% of the subscribed and paid capital stock of the Corporation are represented.

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LIC. HECTOR VARGAS GARZA  
TELLER

\_\_\_\_\_  
LIC. GUILLERMO VARGAS AGUIRRE  
TELLER

**ASAMBLEA GENERAL ORDINARIA DE ACCIONISTAS DE**  
**SARP INDUSTRIES MEXICO, S.A. DE C.V.**

En San Pedro Garza García, Nuevo León, siendo las 9:00 horas del día 14 de noviembre del 2000, se reunieron los representantes de accionistas, cuyos nombres y firmas aparecen en la Lista de Asistencia al efecto preparada y certificada por los Escrutadores designados, de la cual el original se agrega al expediente del duplicado de la presente Acta, con el objeto de celebrar una Asamblea General Ordinaria de Accionistas de SARP INDUSTRIES MEXICO, S.A. DE C.V. Asistió también el Presidente del Consejo de Administración Sr. JEAN-ALAIN JULLIEN.

Presidió la Asamblea el Sr. JEAN-ALAIN JULLIEN y actuó como Secretario el Sr. LIC. LUIS SANTOS THERIOT, quienes respectivamente fungen como Presidente y Secretario del Consejo de Administración de esta Sociedad.

El Presidente designó como Escrutadores a los Sres. KEN LEVINE y LIC. LUIS SANTOS THERIOT quienes después de aceptar sus cargos y examinar el número de acciones legalmente representadas elaboraron la Lista de Asistencia respectiva, misma que se agregará al expediente que se forme con motivo de esta Asamblea. En la mencionada Lista de Asistencia los Escrutadores certifican que se encuentra representada en esta Asamblea la totalidad de las acciones en que se divide el capital social de SARP INDUSTRIES MEXICO, S.A. DE C.V., como sigue:

**ACCIONISTAS**

**ACCIONES  
SERIE "F"**

**CAPITAL**

SICO, S.A., representada por el Sr. KEN LEVINE	499	\$49,900.00
COMPAGNIE GENERALE D'ENTREPRISES AUTOMOBILES, S.A., representada por el Sr. LIC. LUIS SANTOS THERIOT	<u>1</u>	<u>\$ 100.00</u>
TOTALES:	500	\$50,000.00

Por consecuencia, el Presidente declaró legalmente instalada la Asamblea y con aptitud para tratar y resolver los diversos asuntos que la motivan, no obstante haberse omitido la publicación de la convocatoria, con fundamento en lo establecido por el artículo 188 de la Ley General de Sociedades Mercantiles.

La Asamblea, por unanimidad de votos de los representantes de los accionistas aprobó la declaratoria del Presidente y procedió a tratar los asuntos contenidos en el siguiente:

#### ORDEN DEL DIA

- I. Presentación, deliberación y, en su caso, aprobación de una propuesta para adquirir acciones representativas del capital social de RESIDUOS INDUSTRIALES MULTIQUM, S.A. DE C.V. y de INMOBILIARIA CONFINAMINA, S.A. DE C.V. Adopción de las resoluciones pertinentes.
- II. Presentación, deliberación y, en su caso, aprobación de una propuesta para otorgar un Poder Especial.
- III. Designación de Delegado o Delegados que se encarguen de formalizar las resoluciones que se adopten.

Dichos asuntos fueron tratados y resueltos de la siguiente manera:

I. El Presidente de la Asamblea informó que existe la posibilidad de que SARP INDUSTRIES MEXICO, S.A. DE C.V., adquiera las siguientes acciones:

a) 4,800 acciones que representan el 60% del capital social de RESIDUOS INDUSTRIALES MULTIQUM, S.A. DE C.V., y

b) 3'270,495 acciones que representan el 99.9999% del capital social de INMOBILIARIA CONFINAMINA, S.A. DE C.V.

Respecto de lo anterior, el Presidente informa que para poder llevar a cabo la mencionada adquisición de acciones era conveniente y necesario aprobar la referida adquisición y otorgar los poderes que resulten necesarios para tal efecto.

Los accionistas comentaron ampliamente lo expuesto por el Presidente de la Asamblea y, por unanimidad de votos adoptaron los siguientes ACUERDOS:

**PRIMERO:** Se aprueba que SARP INDUSTRIES MEXICO, S.A. DE C.V., celebre los contratos respectivos para adquirir las siguientes acciones:

a) 4,800 acciones que representan el 60% del capital social de RESIDUOS INDUSTRIALES MULTIQUM, S.A. DE C.V., y

b) 3'270,495 acciones que representan el 99.9999% del capital social de INMOBILIARIA CONFINAMINA, S.A. DE C.V.

**SEGUNDO:** Para poder llevar a cabo la adquisición de acciones mencionada en el ACUERDO que antecede, se autoriza a la Sociedad a adquirir y asumir, mediante la cesión de derechos y obligaciones correspondiente o bien por medio de los Contratos, Convenios o documentos

diversos que sean necesarios o convenientes, los derechos y obligaciones que le derivan a Compagnie Générale D'Entreprises Automobiles, S.A. y a Sarp Industries, S.A. de los Convenios denominados "Agreement for the Purchase of Stock of Residuos Industriales Multiquim, S.A. de C.V.", que, para los efectos de adquisición de las referidas acciones tiene celebrados las dos últimas empresas mencionadas por una parte, con el Sr. Ing. Héctor Vargas Garza y la empresa Valores Ecológicos, S.A. de C.V. y por la otra parte con la empresa Chemical Waste Management Inc. Asimismo, se aprueba y autoriza que SARP INDUSTRIES MEXICO, S.A. DE C.V., negocie y asuma el cumplimiento de otras obligaciones de pago que de los referidos Contratos resulten, ya sea de contado o diferida y para que, en este último caso, asuma dichas obligaciones mediante la suscripción de los Títulos de Crédito que resulten necesarios, incluyendo, en su caso, los denominados "Pagarés".

TERCERO: Se otorga en favor de los Sres. JEAN-ALAIN JULLIEN y PASCAL GAUTHIER, un Poder Especial para Actos de Administración y Cambiario, pero tan amplio cumplido y suficiente como en derecho sea necesario para que en nombre y representación de SARP INDUSTRIES MEXICO, S.A. DE C.V., conjuntamente o cualesquiera de ellos realicen todo tipo de gestiones, negociaciones y operaciones, para adquirir las acciones mencionadas en el ACUERDO PRIMERO de esta Asamblea y para tal efecto, se les autoriza a asumir, mediante la firma de los Contratos, Convenios o documentos que sean necesarios o convenientes, los derechos y obligaciones derivados de tal adquisición, así como para que asuman cualquier obligación de pago por las citadas acciones, ya sea de contado o diferida y para que, en este último caso, contraigan a nombre de la Sociedad dichas obligaciones mediante la suscripción de los Títulos de Crédito que resulten necesarios, incluyendo, en su caso, los denominados "Pagarés"..

II. El Presidente de la Asamblea informó que también se había presentado una propuesta sobre la necesidad de que esta Sociedad proceda

al otorgamiento de un Poder Especial para atender asuntos fiscales y firmar los documentos respectivos.

La propuesta presentada fue ampliamente comentada por los presentes quienes por unanimidad de votos adoptaron el siguiente ACUERDO:

**CUARTO:** Se otorga al Sr. ALBERTO VAZQUEZ un Poder Especial pero tan amplio cumplido y suficiente para que en nombre y representación de SARP INDUSTRIES MEXICO, S.A. DE C.V., realice todo tipo de gestiones y trámites de carácter fiscal, proceda a la elaboración, firma y presentación de todo tipo de declaraciones, avisos, solicitudes y demás documentos de carácter fiscal que deba presentar la Sociedad respecto de contribuciones propias o de terceros, que conforme a las leyes aplicables deba retener o recaudar, ante todo tipo de Autoridades, Departamentos, Dependencias y Oficinas fiscales, tanto federales, estatales o municipales, sea cual fuere su denominación.

III. Por lo que toca al tercer punto del Orden del Día, se propuso la designación de Delegados que se encarguen de formalizar las resoluciones adoptadas.

La Asamblea comentó la propuesta presentada y, por unanimidad de votos se adoptó el siguiente ACUERDO:

**QUINTO:** Se designan a los Señores Lic. LUIS SANTOS THERIOT, Lic. JOSE GUADALUPE GONZALEZ MERAZ, Lic. MARIO ALBERTO ZAMBRANO ABREGO y Lic. EDUARDO ANCIRA LARTIGUE como DELEGADOS de la presente Asamblea, a fin de que en forma conjunta o separada ocurran ante el Notario Público de su elección a protocolizar en lo conducente el Acta que se levante de la presente Asamblea, e instituir a los



apoderados designados y otorgarles los poderes y facultades en los términos acordados en esta Asamblea, y en general para gestionar la inscripción en el Registro Público de la Propiedad y del Comercio, correspondiente del Testimonio que de dicha protocolización se expida, en caso de así considerarse necesario o conveniente.

No habiendo otro asunto que tratar, se dio por terminada la presente Asamblea que se suspendió por el término prudente para que el Secretario procediera a levantar la presente Acta por duplicado; acto seguido el Secretario dio lectura a la misma, y por unanimidad de votos se aprobó, firmándose por el Presidente y el Secretario de la Asamblea.

Se hace constar que todos los representantes de los accionistas estuvieron presentes desde el inicio de la presente Asamblea hasta su total terminación, así como en el momento de tomarse todos y cada uno de los ACUERDOS adoptados.-

Se agrega al Apéndice de la presente Acta, un ejemplar de la misma en papel simple, adjuntándose a esta última las Cartas Poder exhibidas, la Lista de Asistencia suscrita por los Asistentes y debidamente certificada por los Escrutadores designados y demás documentos presentados en la Asamblea. Todo ello forma el expediente de esta Asamblea que se conserva en el archivo de la Secretaría.-

Se concluyó la Asamblea a las 10:15 horas del día, mes y año al principio señalados.-



  
SR. JEAN-ALAIN JULLIEN  
PRESIDENTE

  
LIC. LUIS SANTOS THERIOT  
SECRETARIO

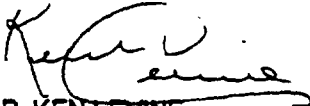
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**LISTA DE ASISTENCIA**

**A LA ASAMBLEA GENERAL ORDINARIA DE ACCIONISTAS DE SARP INDUSTRIES MEXICO, S.A. DE C.V. , CELEBRADA A LAS 9:00 HORAS DEL DIA 14 DE NOVIEMBRE DEL 2000.**

<u>ACCIONISTAS</u>	<u>ACCIONES SERIE "F"</u>	<u>FIRMA</u>
SICO, S.A., representada por el Sr. KEN LEVINE	499	
COMPAGNIE GENERALE D'ENTREPRISES AUTOMOBILES, S.A., representada por el Sr. LIC. LUIS SANTOS THERIOT	<u>1</u>	
TOTALES:	500	

Los suscritos designados ESCRUTADORES para verificar el Quórum de Asistencia a la Asamblea de relación, HACEMOS CONSTAR que, habiendo revisado el Libro de Registro de Acciones, las Cartas Poder exhibidas y esta Lista de Asistencia se encuentran representadas la totalidad de las 50.000 acciones del Capital Social Total de SARP INDUSTRIES MEXICO, S.A. DE C.V., mismas que representan el 100% del capital social suscrito y pagado de la Sociedad.

  
SR. KEN LEVINE  
ESCRUTADOR

  
LIC. LUIS SANTOS THERIOT  
ESCRUTADOR



PROXY/CARTA PODER

San Pedro Garza Garcia, N.L.

November/Noviembre 9, 2000

MR.(SR.) KEN LEVINE

Present./Presente

Dear sir:

Through this letter we grant you a SPECIAL PROXY, as broad, complied, and sufficient as may be necessary under law, so that you can attend the General Ordinary Shareholders' Meeting of SARP INDUSTRIES MEXICO, S.A. DE C.V. that will take place on November 14, 2000 representing 499 Series "F" shares issued by the company SARP INDUSTRIES MEXICO, S.A. DE C.V. and owned by SICO, S.A. and so that thereat you may hear, discuss, and vote regarding all the issues to be dealt with at such Meeting.

Of course we bind ourselves to be and pass through everything that you perform within the limits of this proxy.

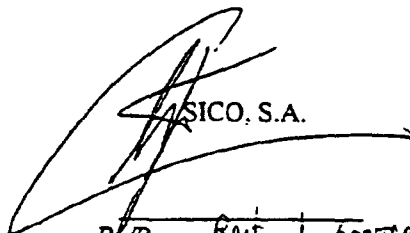
Muy señor nuestro:

Por medio de la presente otorgamos a Usted un PODER ESPECIAL, tan amplio, cumplido y suficiente, cuanto en derecho sea necesario para asistir a la Asamblea General Ordinaria de Accionistas de la sociedad denominada SARP INDUSTRIES MEXICO, S.A. DE C.V., que se celebrará el día 14 de noviembre del 2000, representando 499 acciones Serie "F" emitidas por la citada sociedad SARP INDUSTRIES MEXICO, S.A. DE C.V. propiedad de SICO, S.A. y para que oiga, opine y vote sobre todos los asuntos que en dicha Asamblea hayan de tratarse.

Desde luego nos obligamos a estar y pasar por todo lo que usted realice dentro de los límites del presente poder.

Sincerely,

Atentamente,

  
SICO, S.A.

By/Por: Bernard GONZALEZ  
Position/Cargo: Monitor

  
Testigo/Witness

  
Testigo/Witness

Compagnie Générale d'Entreprises Automobiles

Société Anonyme au capital de 105 064 768 euros • Siret: 572 221 034 00778 • R.C.S 572 221 034 Nanterre  
Siège Social: Nanterre Cedex • 133 Avenue Georges Clemenceau • 92735 Nanterre Cedex  
Téléphone: 01 47 33 80 00 • Fax: 01 47 33 80 01

**VIVENT**  
Entreprises

CGEA0041302



PROXY/CARTA PODER

San Pedro Garza García, N.L.

November/Noviembre 9, 2000

MR.(SR). LUIS SANTOS THERIOT

Present./Presente

Dear sir:

Through this letter we grant you a SPECIAL PROXY, as broad, complied, and sufficient as may be necessary under law, so that you can attend the General Ordinary Shareholders' Meeting of SARP INDUSTRIES MEXICO, S.A. DE C.V. that will take place on November 14, 2000 representing 1 Series "F" share issued by the company SARP INDUSTRIES MEXICO, S.A. DE C.V. and owned by COMPAGNIE GENERALE D'ENTREPRISES AUTOMOBILES, S.A. and so that thereat you may hear, discuss, and vote regarding all the issues to be dealt with at such Meeting.

Of course we bind ourselves to be and pass through everything that you perform within the limits of this proxy.

Muy señor nuestro:

Por medio de la presente otorgamos a Usted un PODER ESPECIAL, tan amplio, cumplido y suficiente, cuanto en derecho sea necesario para asistir a la Asamblea General Ordinaria de Accionistas de la sociedad denominada SARP INDUSTRIES MEXICO, S.A. DE C.V., que se celebrará el día 14 de noviembre del 2000, representando 1 acción Serie "F" emitida por la citada sociedad SARP INDUSTRIES MEXICO, S.A. DE C.V. propiedad de COMPAGNIE GENERALE D'ENTREPRISES AUTOMOBILES, S.A. y para que oiga, opine y vote sobre todos los asuntos que en dicha Asamblea hayan de tratarse.

Desde luego nos obligamos a estar y pasar por todo lo que usted realice dentro de los límites del presente poder.

Sincerely,

Atentamente,

COMPAGNIE GENERALE D'ENTREPRISES AUTOMOBILES, S.A.

By/Por: Pascal GAUTHIER  
Position/Cargo: Vice President

  
Testigo/Witness

  
Testigo/Witness

Compagnie Générale d'Entreprises Automobiles  
Société anonyme au capital de 100 000 000 euros • Siret: 572 221 034 00778 • R.C.S 572 221 034 Nanterre  
Siège Social : Paris Cedex 13 France • 150 Avenue Georges Clemenceau • 92735 Nanterre Cedex  
Tél : 01 47 33 12 00 • Fax : 01 47 33 12 01 • E-mail : [info@vivenc.com](mailto:info@vivenc.com)

**VIVENC**  
Equipe

CGEA0041303

**(TRANSLATION FOR INFORMATION PURPOSES ONLY)****GENERAL SHAREHOLDERS' MEETING OF  
SARP INDUSTRIES MEXICO, S.A. DE C.V.**

In the City of San Pedro Garza García, N.L. at being the 9:00 hours of November 14, 2000 the representatives of the shareholders, whose names and signatures appear in the Attendance List prepared and certified by the appointed Tellers whose original is attached to the file of the duplicate of this minute, gathered in order to hold a General Ordinary Shareholders' Meeting of SARP INDUSTRIES MEXICO, S.A. DE C.V. The President of the Board of Directors, Mr. JEAN-ALAIN JULLIEN was also present.

The Meeting was presided by Mr. JEAN-ALAIN JULLIEN and Mr. LUIS SANTOS THERIOT, who is the Secretary of the Board, acted with that same character in the Meeting.

The President appointed Messrs. KEN LEVINE and LUIS SANTOS THERIOT as Tellers, who after accepting that position and verifying the number of shares legally represented, prepared the corresponding Attendance List, same that will be attached to the file that is formed as a consequence of this Meeting. In the foregoing Attendance List the Tellers certify that all the shares of the Capital Stock of SARP INDUSTRIES MEXICO, S.A. DE C.V. are represented in this Meeting as follows:

SHAREHOLDERS	SHARES SERIES F	CAPITAL
SICO, S.A. represented by MR. KEN LEVINE	499	\$49,900.00
COMPAGNIE GENERALE D'ENTREPRISES AUTOMOBILES, S.A. represented by MR. LUIS SANTOS THERIOT	1	\$100.00
<b>TOTALS</b>	<b>500</b>	<b>\$50,000.00</b>

As a consequence the President declared the Meeting legally installed and able to treat and resolve the issues that originated it, even though there was no publication of a previous Call, the aforesaid according to content of article 188 of the General Law of Commercial Corporations.

Afterwards, the Secretary read the following:

**AGENDA:**

**I.-** Presentation, discussion, and, if applicable, approval of a proposal to acquire shares representative of the capital stock of RESIDUOS INDUSTRIALES MULTIQUIM, S.A. DE C.V. and of INMOBILIARIA CONFINAMINA, S.A. DE C.V. Adoption of the pertinent resolutions.

**II.-** Presentation, discussion and, if applicable, approval of a proposal to grant a Special Power of Attorney.

**III.- Appointment of Delegate or Delegates in charge of formalizing the adopted resolutions.**

**I.** The President of the Meeting informed that the possibility exists that SARP INDUSTRIES MEXICO, S.A. DE C.V. acquires the following shares:

- a) 4.8000 shares that represent 60% of the capital stock of RESIDUOS INDUSTRIALES MULTIQUM, S.A. DE C.V. and
- b) 3'270,495 shares that represent 99.9999% of the capital stock of INMOBILIARIA CONFINAMINA, S.A. de C.V.

Regarding the aforesaid, the President informed that in order to make the previous acquisition of shares it would be convenient and necessary to approve such acquisition and to grant the required powers of attorney for that effect.

The shareholders discussed what was mentioned by the President of the Meeting and, by unanimous vote adopted the following RESOLUTIONS:

**FIRST:** It is hereby approved that SARP INDUSTRIES MEXICO, S.A. DE C.V. executes the corresponding agreements to acquire the following shares:

- a) 4.8000 shares that represent 60% of the capital stock of RESIDUOS INDUSTRIALES MULTIQUM, S.A. DE C.V. and
- b) 3'270,495 shares that represent 99.9999% of the capital stock of INMOBILIARIA CONFINAMINA, S.A. de C.V.

**SECOND:** In order to make the acquisition of shares mentioned in the previous RESOLUTION, the Corporation is authorized to acquire and assume, through the corresponding assignment of rights and obligations or through the agreements, covenants, or diverse documents that would be necessary or convenient, the rights and obligations that originate to Compagnie Générale D'Entreprises Automobiles, S.A. and to Sarp Industries, S.A. from the Covenants named "Agreement for the Purchase of Stock of Residuos Industriales Multiquim, S.A. de C.V." that, for the effects of acquisition of the referred shares the last two companies have executed on the one hand with Mr. Ing. Héctor Vargas Garza and the company Valores Ecológicos, S.A. de C.V. and on the other with the company Chemical Waste Management, Inc. Similarly, it is hereby approved and authorized that SARP INDUSTRIES MEXICO, S.A. DE C.V. negotiates and assumes the compliance of other payment obligations than the ones that result from the Agreements, whether paid in a direct or deferred form, and in this last case, assuming such obligations through the subscription of the Negotiable Instruments that would result necessary, including, if applicable, the ones named "Promissory Notes".

**THIRD:** It is hereby approved to grant in favor of Messrs. JEAN-ALAIN JULLIEN and PASCAL GAUTHIER, a Special Power of Attorney for Acts of Management and to Sign Negotiable Instruments, as ample, complied, and sufficient as may be necessary under Law so that in the name and representation of SARP INDUSTRIES MEXICO, S.A. DE C.V. in a joint or separate form any of them may make every type of procedures, negotiations, and operations in order to acquire the shares mentioned in the FIRST RESOLUTION of this Meeting and for that effect, they are authorized to assume, through the execution of the Agreements, Covenants or documents that are necessary or convenient, the rights and obligations that originate from such

acquisition, and so that they may assume any payment obligation for the mentioned shares, whether paid directly or in a deferred form and so that in the last case they may obtain in the name of the Corporation such obligations through the subscription of the Negotiable Instruments that would result necessary including, if applicable, the ones names "Promissory Notes".

II. The President of the Meeting informed that a proposal regarding the grant of a Special Power of Attorney to attend tax issues and to sign the corresponding documents due to the requirements of the Corporation was also submitted.

The proposal submitted was widely discussed by the present who, by unanimous vote, adopted the following RESOLUTION:

FOURTH: It is hereby approved to grant Mr. ALBERTO VAZQUEZ with a Special Power of Attorney as ample, complied, and sufficient so that in the name and representation of SARP INDUSTRIES MEXICO, S.A. DE C.V. he makes all type of procedures and proceedings of tax nature, proceeds to prepare, sign and submit all type of tax returns, notices, requests and other documents of tax nature that the Corporation shall submit regarding contributions from itself or from third parties, that it shall withdraw or retain according to the laws, before all type of Authorities, Departments, and tax Offices, from the federal, state or municipal level, whichever their name may be.

III. Regarding the THIRD point of the Agenda, the appointment of Delegates in charge of formalizing the adopted resolutions was proposed.

The Meeting by unanimous vote, adopted the following RESOLUTION:

FIFTH: Messrs. Lic. LUIS SANTOS THERIOT, Lic. JOSE GUADALUPE GONZALEZ MERAZ, Lic. MARIO ALBERTO ZAMBRANO ABREGO, and Lic. EDUARDO ANCIRA LARTIGUE are appointed as DELEGATES of this Meeting so that in a joint or separate form they appear before the Notary public of their choice in order to protocolize the required parts of this Minute, to appoint the referred attorneys and grant them the powers defined above and to perform the required procedures in order to file the corresponding Public Deed of the aforesaid protocolization in the Public Registry of Property and Commerce, in case that would be necessary or convenient, formalizing the adopted Resolutions.

Without any other issue to deal with, this Meeting finished after being suspended for the proper time so that the Secretary could draft this Minute; following, the Secretary read it and it was approved by unanimous vote, and was signed by the President and the Secretary of the Meeting and the Examiner.

It is herein set forth that all the shareholders and representatives of shareholders were present since the beginning of this Meeting until it finished, as well as in the moment of taking each and every one of the adopted RESOLUTIONS.

A copy of this Minute in simple paper, the shown proxies, the Attendance List signed by the Attendants and duly certified by the appointed tellers and the other documents shown in the Meeting are added as attachments of this Minute. The aforesaid forms the file of this Meeting that is kept in the files of the Secretary.

The Meeting was adjourned at the 10:15 hours of the day, month, and year mentioned at the beginning.



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MR. JEAN-ALAIN JULLIEN  
PRESIDENT

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LIC. LUIS SANTOS THERIOT  
SECRETARY

**ATTENDANCE LIST**

TO THE GENERAL ORDINARY SHAREHOLDERS' MEETING OF SARP INDUSTRIES MEXICO, S.A. DE C.V. THAT TOOK PLACE AT BEING THE 9:00 HOURS OF NOVEMBER 14, 2000.

SHAREHOLDERS	SHARES SERIES F	SIGNATURES
SICO, S.A. represented by MR. KEN LEVINE	499	_____
COMPAGNIE GENERALE D'ENTREPRISES AUTOMOBILES, S.A. represented by MR. LUIS SANTOS THERIOT	1	_____
TOTALS	500	

The undersigned appointed as Tellers in order to verify the Attendance Quorum of this Meeting, CERTIFY that, after revising the Book of Registry of Shares, the proxies submitted and this Attendance List the totality of the 500 shares of the Total Capital Stock of SARP INDUSTRIES MEXICO, S.A. DE C.V., that represent 100% of the subscribed and paid capital stock of the Corporation, are represented.

MR. KEN LEVINE  
TELLER

MR. LUIS SANTOS THERIOT  
TELLER

**MINERA LA FE DEL NORTE, S.A. DE C.V.**  
**ACTA DE ASAMBLEA GENERAL ORDINARIA DE ACCIONISTAS**  
**OCTUBRE 27, 2000**

En la ciudad de Monterrey, N.L., domicilio social de MINERA LA FE DEL NORTE, S.A. DE C.V. siendo las (9:30) horas del día (27) de octubre del (2000) se reunieron, los representantes de accionistas cuyos nombres y firmas aparecen en la Lista de Asistencia al efecto preparada y certificada por los Escrutadores designados, de la cual el original se agrega al expediente del duplicado de la presente Acta, con el objeto de celebrar una Asamblea General Ordinaria de Accionistas a la cual fueron debidamente citados. Estuvieron también presentes los Señores Ing. HECTOR VARGAS GARZA y C.P. AMEL CIENFUEGOS PECINO, Administrador Unico y Comisario de la Sociedad, respectivamente.

Presidió la Asamblea el Sr. Ing. HECTOR VARGAS GARZA, en su calidad de Administrador Unico de la Sociedad y por unanimidad de votos de los accionistas actuó como Secretario el Sr. LIC. HECTOR VARGAS AGUIRRE, esto de conformidad con los Estatutos Sociales.-

propuesta del Presidente, por unanimidad de votos la Asamblea designó Escrutadores a los Señores LIC. HECTOR VARGAS AGUIRRE y Lic. GUILLERMO VARGAS AGUIRRE quienes aceptaron sus cargos y procedieron a verificar la correspondiente Lista de Asistencia, el Registro de Acciones y las Cartas Poder exhibidas, certificando que en la Asamblea de relación se encontraron legalmente representadas las 1,140 Acciones en que se encuentra dividido el capital social total de la Sociedad y por ende el quórum a que se refieren los Estatutos Sociales para declarar legítimamente instalada la Asamblea, distribuidas de la siguiente manera:

**ACCIONISTAS**

**ACCIONES PARTE FIJA  
SERIE A**

VALORES ECOLÓGICOS, S.A. DE C.V.

99

Representada por el LIC. HECTOR VARGAS AGUIRRE

SERVICIOS ADMINISTRATIVOS ORVA, S.A. DE C.V.

1

Representada por el LIC. GUILLERMO VARGAS AGUIRRE

**TOTAL CAPITAL FIJO**

100

**ACCIONISTAS  
ACCIONES PARTE VARIABLE  
SERIE B**

VALORES ECOLÓGICOS, S.A. DE C.V.

1,040

Representada por el LIC. HECTOR VARGAS AGUIRRE

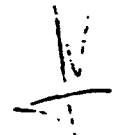
**TOTAL CAPITAL VARIABLE**

1,040

**TOTAL CAPITAL SOCIAL**

1,140





En virtud de la certificación de los Escrutadores respecto de haberse encontrado representado el 10% de las acciones representativas del Capital Social total suscrito y pagado de la Sociedad, el Presidente declaró legalmente instalada la Asamblea y apta para tratar y resolver los asuntos que la motivan, a pesar de no haberse publicado Convocatoria previa, de conformidad con lo dispuesto por los Estatutos Sociales.

Acto seguido, el Secretario dio lectura, a la siguiente:-

**ORDEN DEL DIA:**

**I.- PRESENTACION DE LA PROPUESTA PARA VENDER ACCIONES EMITIDAS POR LA SOCIEDAD INMOBILIARIA CONFINAMINA, S.A. DE C.V.-**

**II.- NOMBRAMIENTO DE DELEGADO O DELEGADOS ESPECIALES PARA FORMALIZAR LOS ACUERDOS ADOPTADOS, EN SU CASO.**

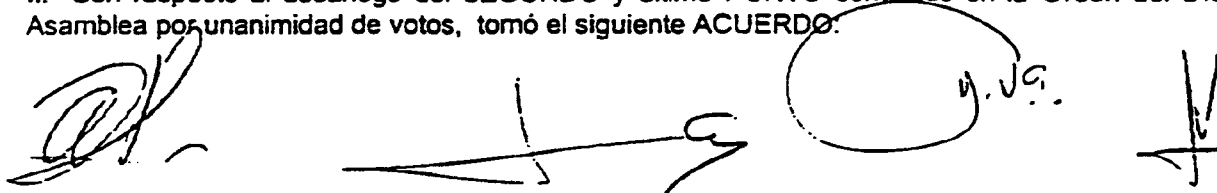
I.- Con respecto al desahogo del PRIMER PUNTO contenido en la Orden del Día, el Secretario dio lectura a la propuesta presentada a esta Asamblea para enajenar la totalidad de las 5 acciones emitidas por la Sociedad Inmobiliaria Confinamina, S. A. de C.V. de las que es propietaria Minera la Fe del Norte, S.A. de C.V. -

Discutida que fue la proposición anterior, la Asamblea por unanimidad de votos tomó el siguiente ACUERDO:

**PRIMERO:** Se autoriza la enajenación del total de las 5 acciones emitidas por la Sociedad Inmobiliaria Confinamina, S.A. de C.V. que representan el 0.001% del capital social de dicha Sociedad, propiedad de MINERA LA FE DEL NORTE, S.A. de C.V. a favor de COMPANIE GENERALE D'ENTREPRISES AUTOMOBILES, S.A., en los términos que se consideren más convenientes para la Sociedad.

**SEGUNDO:** Se autoriza al Ing. HECTOR VARGAS GARZA para que, en el ejercicio de los poderes y facultades que ya tiene como Administrador Unico de esta Sociedad celebre y firme el Contrato de Compraventa respectivo y todos los demás actos jurídicos que sean necesarios para llevar a cabo la transacción mencionada en el ACUERDO anterior, y se ratifican los actos previos que para ese mismo efecto hubiere realizado.

II.- Con respecto al desahogo del SEGUNDO y último PUNTO contenido en la Orden del Día, la Asamblea por unanimidad de votos, tomó el siguiente ACUERDO.



**TERCERO:** Se designan a los Señores LIC. HECTOR VARGAS AGUIRRE Y LIC. GUILLERMO VARGAS AGUIRRE como DELEGADOS ESPECIALES de la presente Asamblea, a fin de que en forma conjunta o separada ocurran ante el Notario Público de su elección a protocolizar en lo conducente el Acta que se levante de la presente Asamblea y gestionar la inscripción en el Registro Público de la Propiedad y del Comercio, correspondiente del Testimonio que de dicha protocolización se expida, en caso de así considerarse necesario o conveniente, formalizando los Acuerdos adoptados.-

No habiendo otro asunto que tratar, se dió por terminada la presente Asamblea que se suspendió por el término prudente para que el Secretario procediera a levantar la presente Acta por duplicado; acto seguido el Secretario dió lectura a la misma, y por unanimidad de votos se aprobó, firmándose por el Presidente y el Secretario de la Asamblea, todos los representantes de los accionistas y el Comisario. -

Se hace constar que todos los representantes de los accionistas estuvieron presentes desde el inicio de la presente Asamblea hasta su total terminación, así como en el momento de tomarse todos y cada uno de los ACUERDOS adoptados.-

Se agrega al Apéndice de la presente Acta, un ejemplar de la misma en papel simple, adjuntándose a esta última las Cartas Poder exhibidas, la Lista de Asistencia suscrita por los Asistentes y debidamente certificada por los Escrutadores designados y demás documentos presentados en la Asamblea. Todo ello forma el expediente de esta Asamblea que se conserva en el archivo de la Secretaria.-

Se concluyó la Asamblea a las 10:30 horas del día, mes y año al principio señalados.-

  
\_\_\_\_\_  
ING. HECTOR VARGAS GARZA  
PRESIDENTE

  
\_\_\_\_\_  
LIC. HECTOR VARGAS AGUIRRE  
SECRETARIO


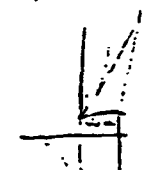
\_\_\_\_\_  
VALORES ECOLOGICOS, S.A. DE C.V.  
Representada por el LIC. HECTOR VARGAS  
AGUIRRE


\_\_\_\_\_  
SERVICIOS ADMINISTRATIVOS ORVA, S.A. DE C.V.  
Representada por el LIC. GUILLERMO VARGAS  
AGUIRRE

  
\_\_\_\_\_  
C.P. AMEL CIENFUEGOS PECINO  
COMISARIO

**LISTA DE ASISTENCIA**

A LA ASAMBLEA GENERAL ORDINARIA DE ACCIONISTAS DE MINERA LA FE DEL NORTE, S.A. DE C.V. CELEBRADA A LAS 9:30 HORAS DEL DIA 27 DE OCTUBRE DEL 2000, EN MONTERREY, N.L. DOMICILIO SOCIAL.-

ACCIONISTAS	ACCIONES PARTE FIJA SERIE A	FIRMAS
VALORES ECOLOGICOS, S.A. DE C.V. Representada por el LIC. HECTOR VARGAS AGUIRRE	99	
SERVICIOS ADMINISTRATIVOS ORVA, S.A. DE C.V. Representada por el LIC. GUILLERMO VARGAS AGUIRRE	1	
<b>TOTAL CAPITAL FIJO</b>	<b><u>100</u></b>	

ACCIONISTAS	ACCIONES PARTE VARIABLE SERIE B	FIRMAS
VALORES ECOLOGICOS, S.A. DE C.V. Representada en por el LIC. HECTOR VARGAS AGUIRRE	1,040	

Los suscritos designados ESCRUTADORES para verificar el Quórum de Asistencia a la Asamblea de relación, HACEMOS CONSTAR que, habiendo revisado el Libro de Registro de Acciones, las Cartas Poder exhibidas y esta Lista de Asistencia, se encuentran representadas la totalidad de las 1,140 acciones del Capital Social Total de MINERA LA FE DEL NORTE, S.A. DE C.V., mismas que representan el 100% del capital social suscrito y pagado de la Sociedad.

LIC. HECTOR VARGAS AGUIRRE  
ESCRUTADOR

LIC. GUILLERMO VARGAS AGUIRRE  
ESCRUTADOR

**PROXY/CARTA PODER**  
**San Pedro Garza García, N.L.**  
**October/Octubre 16, 2000**

**MR.(SR). HECTOR VARGAS AGUIRRE**  
**Present./Presente**

Dear sir:

Muy señor nuestro:

Through this letter we grant you a SPECIAL PROXY, as broad, complied, and sufficient as may be necessary under law, so that you can appear before the General Ordinary Shareholders' Meeting of MINERA LA FE DEL NORTE, S.A. DE C.V. that will take place on October 27, 2000 representing 99 Series "A" shares and 1,040 Series "B" shares, all of them issued by the company MINERA LA FE DEL NORTE, S.A. DE C.V. and owned by VALORES ECOLOGICOS, S.A. DE C.V. and so that thereat you may hear, discuss, and vote regarding the issues to be dealt with at such Meeting.

Por medio de la presente otorgamos a Usted un PODER ESPECIAL, tan amplio, cumplido y suficiente, cuanto en derecho sea necesario para asistir a la Asamblea General Ordinaria de Accionistas de la sociedad denominada MINERA LA FE DEL NORTE, S.A. DE C.V., que se celebrará el día 27 de octubre del 2000, representando 99 acciones Serie "A" y 1,040 acciones Serie "B", todas emitidas por la citada sociedad MINERA LA FE DEL NORTE, S.A. DE C.V. propiedad de VALORES ECOLOGICOS, S.A. DE C.V. y para que oiga, opine y vote sobre los asuntos que en dicha Asamblea hayan de tratarse.

Of course we bind ourselves to be and pass through everything that you perform within the limits of this proxy.

Desde luego nos obligamos a estar y pasar por todo lo que usted realice dentro de los límites del presente poder.

Sincerely,

Atentamente,

VALORES ECOLOGICOS, S.A. DE C.V

  
By/Por: ING. HECTOR VARGAS GARZA  
Position/Cargo: Sole Administrator/Administrador Unico

Testigo/Witness  
/

  
Testigo/Witness



**PROXY/CARTA PODER**

San Pedro Garza García, N.L.

October/Octubre 24, 2000

MR.(SR). GUILLERMO VARGAS AGUIRRE

Present./Presente.

Dear sir:

Muy señor nuestro:

Through this letter we grant you a SPECIAL PROXY, as broad, complied, and sufficient as may be necessary under law, so that you attend the General Ordinary Shareholders' Meeting of MINERA LA FE DEL NORTE, S.A. DE C.V. that will take place on October 27, 2000 representing 1 share issued by the company MINERA LA FE DEL NORTE, S.A. DE C.V. and owned by SERVICIOS ADMINISTRATIVOS ORVA, S.A. DE C.V. and so that thereat you may hear, discuss, and vote regarding the issues to be dealt with at such Meeting.

Por medio de la presente otorgamos a Usted un PODER ESPECIAL, tan amplio, cumplido y suficiente, cuanto en derecho sea necesario para asistir a la Asamblea General Ordinaria de Accionistas de la sociedad denominada MINERA LA FE DEL NORTE, S.A. DE C.V., que se celebrará el día 27 de octubre del 2000, representando 1 acción emitida por la citada sociedad MINERA LA FE DEL NORTE, S.A. DE C.V., propiedad de SERVICIOS ADMINISTRATIVOS ORVA, S.A. DE C.V. y para que oiga, opine y vote sobre los asuntos que en dicha Asamblea hayan de tratarse.

Of course we bind ourselves to be and pass through everything that you perform within the limits of this proxy.

Desde luego nos obligamos a estar y pasar por todo lo que usted realice dentro de los límites del presente poder.

Sincerely,

Atentamente,

SERVICIOS ADMINISTRATIVOS ORVA, S.A. DE C.V.

  
By/For: ING. HECTOR VARGAS GARZA  
Position/Cargo: Sole Administrator/Administrador Unico

Testigo/Witness

  
Testigo/Witness

**(TRANSLATION FOR INFORMATION PURPOSES ONLY)**

**MINERA LA FE DEL NORTE S.A. DE C.V.  
MINUTE OF THE GENERAL ORDINARY SHAREHOLDERS' MEETING  
OCTOBER 27, 2000**

In the City of Monterrey, N.L., corporate domicile of MINERA LA FE DEL NORTE, S.A. DE C.V. being the 9:30 hours of October 27, 2000 the shareholders whose names and signatures appear in the Attendance List prepared and certified by the appointed Tellers whose original is attached to the file of the duplicate of this minute, gathered in order to hold a General Ordinary Shareholders' Meeting to which the aforesaid were duly called. Messrs. ING. HECTOR VARGAS GARZA and C.P. AMEL CIENFUEGOS PECINO, respectively Sole Administrator and Examiner of the Corporation, were also present.

The Meeting was presided by Mr. ING. HÉCTOR VARGAS GARZA, as Sole Administrator of the Corporation, and by the unanimous vote of the shareholders MR. HECTOR VARGAS AGUIRRE was appointed as Secretary, the aforesaid according to the by-laws.

Due to the proposal of the President, by unanimous vote the Meeting appointed MR. C.P. HECTOR VARGAS AGUIRRE and LIC. GUILLERMO VARGAS AGUIRRE as Tellers who accepted those positions and proceeded to verify the corresponding Attendance List, the Registry of Shares, and the Proxies that were shown, certifying that the 1,140 Shares in which the total corporate stock of the Corporation is divided were legally represented and consequently the quorum referred by the By-laws in order to legitimately declare installed a Meeting, distributed as follows:

SHAREHOLDERS	SHARES	
	SERIES A FIXED	SERIES B VARIABLE
VALORES ECOLOGICOS, S.A. DE C.V. represented by Lic. Héctor Vargas Aguirre	99	
SERVICIOS ADMINISTRATIVOS ORVA, S.A. DE C.V. represented by Lic. Guillermo Vargas Aguirre	1	
VALORES ECOLOGICOS, S.A. DE C.V. represented by Lic. Héctor Vargas Aguirre		1,040
<b>TOTALS</b>		
<b>TOTAL CAPITAL STOCK</b>	1,140	

As a consequence of the certification of the Tellers regarding the representation of 100% of the shares that form the total subscribed and paid capital stock of the Corporation, the President declared the Meeting legally installed and able to treat and resolve the issues that originated it, even though there was no publication of a previous Call, according to the By-laws.

Afterwards, the Secretary read the following:-

**AGENDA:**

**I.- PRESENTATION OF THE PROPOSAL TO SELL SHARES ISSUED BY THE CORPORATION INMOBILIARIA CONFINAMINA, S.A. DE C.V.**

**II.- APPOINTMENT OF SPECIAL DELEGATE OR DELEGATES IN ORDER TO FORMALIZE THE ADOPTED RESOLUTIONS, IF APPLICABLE**

I.-Regarding the FIRST POINT contained in the Agenda, the Secretary read a proposal submitted to this Meeting to sell 5 shares issued by the Corporation Inmobiliaria Confinamina, S.A. de C.V. that are owned by Minera la Fe del Norte, S.A. de C.V.

After discussing the aforesaid proposal, the Meeting by unanimous vote adopted the following RESOLUTION:

FIRST: It is hereby approved the sale of the 5 shares issued by the Corporation Inmobiliaria Confinamina, S.A. de C.V. owned by this Corporation, that represent 0.001% of the capital stock of such corporation owned by MINERA LA FE DEL NORTE, S.A. de C.V. in favor of COMPAGNIE GENERALE D'ENTREPRISES AUTOMOBILES, S.A. in the terms that may be considered more convenient for the interest of the Corporation.

SECOND. MR. HECTOR VARGAS GARZA is authorized so that in the exercise of the powers and authority that he already has as Sole Administrator of this Corporation he executes and signs the corresponding Purchase and Sale Agreement and all the other legal acts that would be necessary in order to perform the transaction mentioned in the previous RESOLUTION, and the previous acts that for such effect could have been performed are hereby ratified.

II. Regarding the SECOND and last POINT of the Agenda, the Meeting by unanimous vote adopted the following RESOLUTION:

THIRD. Messrs. MR. HECTOR VARGAS AGUIRRE and LIC. GUILLERMO VARGAS AGUIRRE are appointed as SPECIAL DELEGATES of this Meeting so that in a joint or separate form they appear before the Notary public of their choice in order to protocolize the required parts of this Minute and to perform the required procedures in order to file the corresponding Public Deed of the aforesaid protocolization in the Public Registry of Property and Commerce, in case that would be necessary or convenient, formalizing the adopted Resolutions.

Without any other issue to deal with, this Meeting finished after being suspended by the proper time so that the Secretary could draft this Minute in duplicate: following the Secretary read it and it was approved by unanimous vote, and was signed by the President, the Secretary of the Meeting, all the shareholders, and the Examiner.

It is herein set forth that all the representatives of the shareholders were present since the beginning of this Meeting until it finished, as well as in the moment of taking each and every one of the adopted RESOLUTIONS.

A copy of this Minute in simple paper, the Attendance List signed by the Attendants and duly certified by the appointed examiners and the other documents shown in the Meeting are added

as attachments of this Minute. The aforesaid forms the file of this Meeting that is kept in the files of the Secretary.

The Meeting was adjourned at the 10:30 hours of the day, month, and year mentioned at the beginning.

ING. HECTOR VARGAS GARZA  
PRESIDENT

LIC. HECTOR VARGAS AGUIRRE  
SECRETARY

VALORES ECOLOGICOS, S.A. DE C.V.  
represented by LIC. HECTOR VARGAS  
AGUIRRE

SERVICIOS ADMINISTRATIVOS ORVA,  
S.A. DE C.V. represented by LIC.  
GUILLERMO VARGAS AGUIRRE

C.P. AMEL CIENFUEGOS PECINO  
EXAMINER

**ATTENDANCE LIST**

TO THE GENERAL ORDINARY SHAREHOLDERS' MEETING OF MINERA LA FE DEL NORTE, S.A. DE C.V. THAT TOOK PLACE AT THE 9:30 HOURS OF OCTOBER 27, 2000 IN MONTERREY, N.L. CORPORATE DOMICILE

SHAREHOLDERS	SHARES		SIGNATURES
	SERIES A FIXED	SERIES B VARIABLE	
VALORES ECOLOGICOS, S.A. DE C.V. represented by Lic. Héctor Vargas Aguirre	99		_____
SERVICIOS ADMINISTRATIVOS ORVA, S.A. DE C.V. represented by Lic. Guillermo Vargas Aguirre	1		_____
VALORES ECOLOGICOS, S.A. DE C.V. represented by Lic. Héctor Vargas Aguirre		1,040	_____
TOTALS			
	100	1,040	
TOTAL CAPITAL STOCK		1,140	

The undersigned appointed as Tellers in order to verify the Attendance Quorum of this Meeting, CERTIFY that, after revising the Book of Registry of Shares, the proxies submitted, and this Attendance List the totality of the 1,140 shares of the Total Capital Stock of MINERA LA FE DEL NORTE, S.A. DE C.V. that represent the 100% of the subscribed and paid capital of the Corporation are represented.

\_\_\_\_\_  
LIC. HECTOR VARGAS AGUIRRE  
TELLER

\_\_\_\_\_  
LIC. GUILLERMO VARGAS AGUIRRE  
TELLER

**VALORES ECOLOGICOS, S.A. DE C.V.**  
**ACTA DE ASAMBLEA GENERAL ORDINARIA DE ACCIONISTAS**  
**OCTUBRE 20, 2000**

En la ciudad de San Pedro Garza García, N.L., domicilio social de VALORES ECOLOGICOS, S.A. DE C.V. siendo las (10:30) horas del día (20) de octubre del (2000) se reunieron en Lázaro Cárdenas 2400 Edificio Losoles Despacho PB-7, los accionistas cuyos nombres y firmas aparecen en la Lista de Asistencia al efecto preparada y certificada por los Escrutadores designados, de la cual el original se agrega al expediente del duplicado de la presente Acta, con el objeto de celebrar una Asamblea General Ordinaria de Accionistas a la cual fueron debidamente citados. Estuvo también presente el señor C.P. RAUL SALINAS GARZA, Comisario de la Sociedad.-

Presidió la Asamblea el Sr. Ing. HECTOR VARGAS GARZA, en su calidad de Administrador Unico de la Sociedad y, por unanimidad de votos de los accionistas se designó como Secretario al Sr. LIC. HECTOR VARGAS AGUIRRE, esto de conformidad con los Estatutos Sociales.-

A propuesta del Presidente, por unanimidad de votos la Asamblea designó como Escrutadores a los señores Lic. HECTOR VARGAS AGUIRRE y Lic. GUILLERMO VARGAS AGUIRRE quienes aceptaron su cargo y procedieron a verificar la correspondiente Lista de Asistencia y el Registro de Acciones, certificando que en la Asamblea de relación se encontraron legalmente representadas las 500 Acciones en que se encuentra dividido el capital social total de la Sociedad y por ende el quórum a que se refieren los Estatutos Sociales para declarar legítimamente instalada la Asamblea, distribuidas de la siguiente manera:

ACCIONISTAS	ACCIONES PARTE FIJA SERIE A
ING. HECTOR VARGAS GARZA	495
LIC. HECTOR VARGAS AGUIRRE	1
ARQ. ALBERTO VARGAS AGUIRRE	1
LIC. EDUARDO VARGAS AGUIRRE	1
C.P. JOSE DE JESUS VARGAS AGUIRRE	1
LIC. GUILLERMO VARGAS AGUIRRE	1
<b>TOTAL CAPITAL SOCIAL</b>	<b>500</b>

En virtud de la certificación de los Escrutadores respecto de haberse encontrado representado el 100% de las acciones representativas del Capital Social total de la Sociedad, el Presidente declaró legalmente instalada la Asamblea y apta para tratar y resolver los asuntos que la motivan, a pesar de

Handwritten signatures of the President, Secretary, and Scrutineers, including a circular stamp with the initials 'H.V.A.'.

no haberse publicado Convocatoria previa, de conformidad con lo dispuesto por los Estatutos Sociales.

Acto seguido, el Secretario dio lectura, a la siguiente:-

**ORDEN DEL DIA:**

I.- PRESENTACION DE LA PROPUESTA PARA ADQUIRIR ACCIONES EMITIDAS POR LA SOCIEDAD RESIDUOS INDUSTRIALES MULTIQUM, S.A. DE C.V.-

II.- NOMBRAMIENTO DE DELEGADO O DELEGADOS ESPECIALES PARA FORMALIZAR LOS ACUERDOS ADOPTADOS, EN SU CASO.

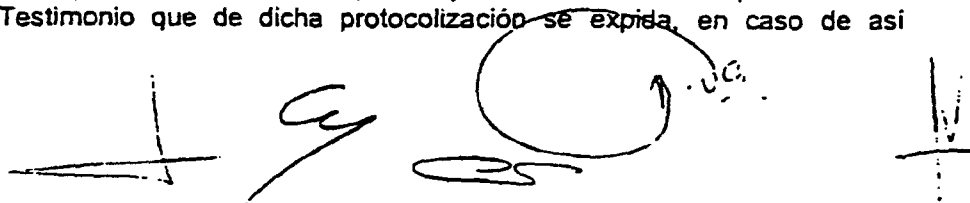
I.- Con respecto al desahogo del PRIMER PUNTO contenido en la Orden del Día, el Secretario dio lectura a la propuesta presentada a esta Asamblea para adquirir 971 acciones emitidas por la Sociedad Residuos Industriales Multiquim, S. A. de C.V. por considerar una buena adquisición para el portafolio de inversión de la Sociedad y puede redituar ganancias para los accionistas de la Sociedad por considerar a Residuos Industriales Multiquim, S.A. de C.V. una empresa sólida y líder en su ramo.-

Discutida que fue la proposición anterior, la Asamblea por unanimidad de votos tomó el siguiente ACUERDO:

**PRIMERO:** Se autoriza la compra de 971 acciones de la Sociedad Residuos Industriales Multiquim, S.A. de C.V., que representan el 12.1375% del capital social de dicha empresa, en los términos que se consideren más convenientes para la Sociedad, autorizándose asimismo la celebración de los actos jurídicos necesarios para llevar a cabo la transacción mencionada.

II.- Con respecto al desahogo del SEGUNDO y último PUNTO contenido en la Orden del Día, la Asamblea por unanimidad de votos, tomó el siguiente ACUERDO:

**SEGUNDO:** Se designan a los Señores LIC. HECTOR VARGAS AGUIRRE Y LIC. GUILLERMO VARGAS AGUIRRE como DELEGADOS ESPECIALES de la presente Asamblea, a fin de que en forma conjunta o separada ocurran ante el Notario Público de su elección a protocolizar en lo conducente el Acta que se levante de la presente Asamblea y gestionar la inscripción en el Registro Público de la Propiedad y del Comercio, correspondiente del Testimonio que de dicha protocolización se expida, en caso de así

The block contains several handwritten signatures and initials. From left to right, there is a signature that appears to be 'H. Vargas', followed by a signature that appears to be 'G. Vargas', then a large circular stamp or signature, and finally a signature that appears to be 'V.'.



considerarse necesario o conveniente, formalizando los Acuerdos adoptados.-

No habiendo otro asunto que tratar, se dió por terminada la presente Asamblea que se suspendió por el término prudente para que el Secretario procediera a levantar la presente Acta por duplicado; acto seguido el Secretario dió lectura a la misma, y por unanimidad de votos se aprobó, firmándose por el Presidente y el Secretario de la Asamblea, todos los accionistas y el Comisario.

Se hace constar que todos los accionistas estuvieron presentes desde el inicio de la presente Asamblea hasta su total terminación, así como en el momento de tomarse todos y cada uno de los ACUERDOS adoptados.-

Se agrega al Apéndice de la presente Acta, un ejemplar de la misma en papel simple, adjuntándose esta última la Lista de Asistencia suscrita por los Asistentes y debidamente certificada por los Scrutadores designados y demás documentos presentados en la Asamblea. Todo ello forma el expediente de esta Asamblea que se conserva en el archivo de la Secretaría.-

Se concluyó la Asamblea a las 11:20 horas del día, mes y año al principio señalados.-

  
\_\_\_\_\_  
ING. HECTOR VARGAS GARZA  
PRESIDENTE

  
\_\_\_\_\_  
LIC. HECTOR VARGAS AGUIRRE  
SECRETARIO

\_\_\_\_\_  
P. JOSE DE JESUS VARGAS AGUIRRE

  
\_\_\_\_\_  
ARQ. ALBERTO VARGAS AGUIRRE

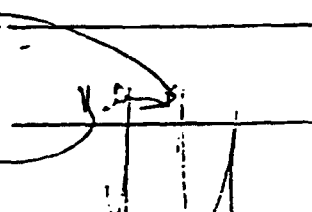

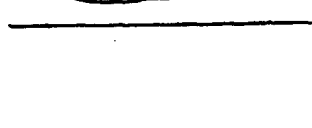

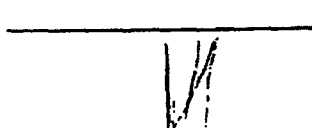
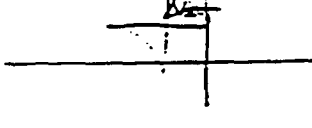
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LIC. EDUARDO VARGAS AGUIRRE

  
\_\_\_\_\_  
LIC. GUILLERMO VARGAS AGUIRRE

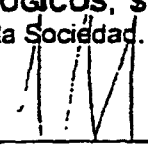
  
\_\_\_\_\_  
C.P. RAUL SALINAS GARZA  
COMISARIO

## LISTA DE ASISTENCIA

A LA ASAMBLEA GENERAL ORDINARIA DE ACCIONISTAS DE VALORES ECOLOGICOS, S.A. DE C.V. CELEBRADA A LAS 10:30 HORAS DEL DIA 20 DE OCTUBRE DEL 2000, EN LAZARO CARDENAS 2400 DESPACHO PB-7, SAN PEDRO GARZA GARCIA, N.L., DOMICILIO SOCIAL.-

ACCIONISTAS	ACCIONES PARTE FIJA SERIE A	FIRMAS
ING. HECTOR VARGAS GARZA	495	
LIC. HECTOR VARGAS AGUIRRE	1	
ARQ. ALBERTO VARGAS AGUIRRE	1	
LIC. EDUARDO VARGAS AGUIRRE	1	
C.P. JOSE DE JESUS VARGAS AGUIRRE	1	
LIC. GUILLERMO VARGAS AGUIRRE	1	
TOTAL CAPITAL SOCIAL	<u>500</u>	

Los suscritos designados ESCRUTADORES para verificar el Quórum de Asistencia a la Asamblea de relación, HACEMOS CONSTAR que, habiendo revisado el Libro de Registro de Acciones y esta Lista de Asistencia, se encuentran representadas la totalidad de las 500 acciones del Capital Social Total de VALORES ECOLOGICOS, S.A. DE C.V., mismas que representan el 100% del capital social suscrito y pagado de la Sociedad.

  
LIC. HECTOR VARGAS AGUIRRE  
ESCRUTADOR

  
LIC. GUILLERMO VARGAS AGUIRRE  
ESCRUTADOR

considerarse necesario o conveniente, formalizando los Acuerdos adoptados.-

Al no habiendo otro asunto que tratar, se dió por terminada la presente Asamblea que se suspendió por el término prudente para que el Secretario procediera a levantar la presente Acta por duplicado; acto seguido el Secretario dió lectura a la misma, y por unanimidad de votos se aprobó, firmándose por el Presidente y el Secretario de la Asamblea, todos los accionistas y el Comisario.

Se hace constar que todos los accionistas estuvieron presentes desde el inicio de la presente Asamblea hasta su total terminación, así como en el momento de tomarse todos y cada uno de los ACUERDOS adoptados.-

Se agrega al Apéndice de la presente Acta, un ejemplar de la misma en papel simple, adjuntándose a esta última la Lista de Asistencia suscrita por los Asistentes y debidamente certificada por los Scrutadores designados y demás documentos presentados en la Asamblea. Todo ello forma el expediente de esta Asamblea que se conserva en el archivo de la Secretaría.-

Se concluyó la Asamblea a las 11:20 horas del día, mes y año al principio señalados.-


  
ING. HECTOR VARGAS GARZA  
PRESIDENTE


  
LIC. HECTOR VARGAS AGUIRRE  
SECRETARIO

  
P. JOSE DE JESUS VARGAS AGUIRRE

  
ARQ. ALBERTO VARGAS AGUIRRE

LIC. EDUARDO VARGAS AGUIRRE

  
LIC. GUILLERMO VARGAS AGUIRRE

  
P. RAUL SALINAS GARZA  
COMISARIO


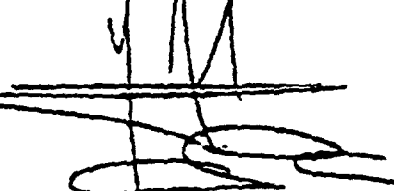
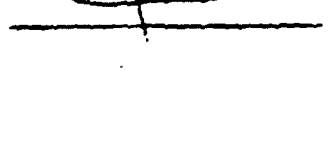
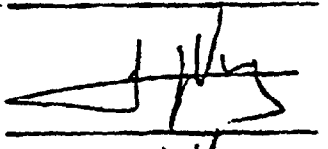

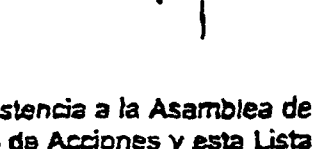
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## LISTA DE ASISTENCIA

LA ASAMBLEA GENERAL ORDINARIA DE ACCIONISTAS DE VALORES ECOLOGICOS, S.A. DE C.V. CELEBRADA A LAS 10:30 HORAS DEL DIA 20 DE OCTUBRE DEL 2000, EN LAZARO CARDENAS 2400 DESPACHO PB-7 EN PEDRO GARZA GARCIA, N.L., DOMICILIO SOCIAL.-

ACCIONISTAS	ACCIONES PARTE FIJA SERIE A	FIRMAS
ING. HECTOR VARGAS GARZA	495	
LIC. HECTOR VARGAS AGUIRRE	1	
ARO. ALBERTO VARGAS AGUIRRE	1	
LIC. EDUARDO VARGAS AGUIRRE	1	
C.P. JOSE DE JESUS VARGAS AGUIRRE	1	
LIC. GUILLERMO VARGAS AGUIRRE	1	
TOTAL CAPITAL SOCIAL	500	

Los suscritos designados ESCRUTADORES para verificar el Quórum de Asistencia a la Asamblea de relación, HACEMOS CONSTAR que habiendo revisado el Libro de Registro de Acciones y esta Lista de Asistencia, se encuentran representadas la totalidad de las 500 acciones del Capital Social Total de VALORES ECOLOGICOS, S.A. DE C.V., mismas que representan el 100% del capital social suscrito y pagado de la Sociedad.

LIC. HECTOR VARGAS AGUIRRE  
ESCRUTADOR

LIC. GUILLERMO VARGAS AGUIRRE  
ESCRUTADOR

0000000000

0000000000 11:06 212 576 5965